

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT Southern District of Texas		VOLUNTARY PETITION											
Name of Debtor (if individual, enter Last, First, Middle): Diverse Energy Systems, LLC, a TX limited liability company		Name of Joint Debtor (Spouse) (Last, First, Middle):											
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):											
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 45-4025267		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):											
Street Address of Debtor (No. and Street, City, and State): 1301 McKinney, Suite 3300 Houston, Texas ZIP CODE 77010		Street Address of Joint Debtor (No. and Street, City, and State):											
County of Residence or of the Principal Place of Business: Harris County, Texas		County of Residence or of the Principal Place of Business:											
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):											
		ZIP CODE											
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE											
Type of Debtor (Form of Organization) (Check one box.)		Nature of Business (Check one box.)											
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other											
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).											
		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.											
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).											
Statistical/Administrative Information													
<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.													
Estimated Number of Creditors <table> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>				<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
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Estimated Assets <table> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>				<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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Estimated Liabilities <table> <tr> <td><input checked="" type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>				<input checked="" type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY													

B1 (Official Form 1) (04/13)

Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): Diverse Energy Systems, LLC, a TX limited liability co.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached list	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment)			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Diverse Energy Systems, LLC, a TX limited liability co.
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X _____ Signature of Debtor		X _____ (Signature of Foreign Representative)
X _____ Signature of Joint Debtor		_____ (Printed Name of Foreign Representative)
Telephone Number (if not represented by attorney)		_____ Date
Date		_____ Signature of Non-Attorney Bankruptcy Petition Preparer
X _____ Signature of Attorney for Debtor(s) J. Robert Forshey State Bar No. 07264200 Printed Name of Attorney for Debtor(s) Forshey & Prastok, LLP Firm Name 777 Main St., Suite 1290 Fort Worth, TX 76102 Address 817-877-8855 Fax: 817-877-4151 Telephone Number 09/07/2015 Date		I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(h); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.		_____ Printed Name and title, if any, of Bankruptcy Petition Preparer
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.		_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)
X _____ Signature of Authorized Individual Todd A. Hass Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual 09/07/2015 Date		_____ Address
		X _____ Signature
		_____ Date
		_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
		_____ Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.
		_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
<i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		

Attachment to Voluntary Petition**Pending Bankruptcy Case Filed by any Spouse, Partners, or Affiliate of this Debtor**

Name of Debtor: ITS Engineered Systems, Inc.	Case Number: 15-32145	Date Filed: 04/17/2015
District: Southern District of Texas (Houston)	Relationship: Affiliate	Judge: Hon. Karen K. Brown

Name of Debtor: Diverse Energy Systems LLC, a Texas limited liability company	Case Number: 15-_____	Date Filed: 09/07/2015
District: Southern District of Texas (Houston)	Relationship: Affiliate	Judge:

Name of Debtor: Scribner Industries, Inc.	Case Number: 15-_____	Date Filed: 09/07/2015
District: Southern District of Texas (Houston)	Relationship: Affiliate	Judge:

Name of Debtor: Diverse Energy Systems, LLC, a North Dakota limited liability company, dba Lean Technologies, LLC	Case Number: 15-_____	Date Filed: 09/07/2015
District: Southern District of Texas (Houston)	Relationship: Affiliate	Judge:

Name of Debtor: Rouly, Inc.	Case Number: 15-_____	Date Filed: 09/07/2015
District: Southern District of Texas (Houston)	Relationship: Affiliate	Judge:

**Joint Written Consent and Resolutions of the Board of Directors
of Diverse Energy Systems, LLC, a Texas limited liability company**

Dated this 3rd day of September, 2015

The undersigned constituting the members of the Board of Directors ("Board") of Diverse Energy Systems, LLC, a Texas limited liability company (the "Company"), acting pursuant to the Business Organizations Code of the State of Texas and the Company Agreement of the Company, hereby waive the requirements of notice, including, without limitation, any specific requirement of prior notice for taking actions by written consent, and of a meeting, and hereby consent to, adopt, and approve the following resolutions and each and every action effected thereby:

Whereas, the Company has been experiencing liquidity issues for several months; and

Whereas, the Company is and has diligently sought financing and other capital solutions to meet the liquidity needs of the Company; and

Whereas, the Company has continued to search for strategic and/or financial lending sources and/or buyers, however, the Company is unable to meet its liquidity needs to continue operating the Company; and

Whereas, the Company is allegedly in default under its credit facility; and

Whereas, the Company has engaged SSG Advisors, LLC ("SSG") as financial and restructuring advisors to assist with restructuring analysis and the presentation of the Company to prospective financing sources and buyers; and

Whereas, upon consultation with SSG and with counsel to the Company, and upon consideration of financial and operational information, the inability to secure alternative financing or capital, the Board has determined in exercise of its business judgment that the Company does not have adequate funds to indefinitely continue operations; and

Whereas, the Board has determined in exercise of its business judgment that it is not feasible or practicable for the Company to attempt to continue normal operations and that it is in the best interest of the Company and its creditors and other stakeholders to file for relief under the provisions of chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), and to seek the authority therein to operate as debtor-in-possession;

Now, therefore, it is

Resolved, that Charles Erwin and Todd A. Hass, be, and hereby are, appointed each as an authorized signatory in connection with the chapter 11 bankruptcy case authorized herein (individually an "Authorized Signatory" and collectively the "Authorized Signatories"). The two (2) Authorized Signatories shall constitute the "Executive Committee" as defined in the Company Agreement; and it is further

Resolved, that each of the Authorized Signatories be, and each of them individually hereby is, authorized, directed, and empowered on behalf of the Company to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division, in such form and at such time as the Authorized Signatories, or any one of them, shall determine; and it is further

Resolved, that each of the Authorized Signatories, or any one of them, as well as the Executive Committee, or any such officers, directors or employees as may be hereafter designated by either the Board or the Executive Committee, be, and each of them individually hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to negotiate, execute, verify and file, or cause to be executed, verified, and filed (or direct others to do so on their behalf, as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, financial advisors or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case, including any and all action necessary or proper in connection with obtaining use of cash collateral, with a view to the successful prosecution of such case; and it is further

Resolved, that the law firm of Forshey & Prostok, LLP, Fort Worth, Texas, be, and hereby is, employed and engaged to render legal services to, and to represent, the Company in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as the Board or any member of the Executive Committee shall approve; and it is further

Resolved, that the financial advisory firm of SSG, be, and hereby is, employed to render financial advisory services to the Company in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as the Board or any member of the Executive Committee shall approve; and it is further

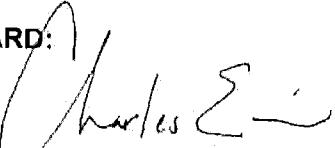
Resolved, that the Authorized Signatories, and each of them, as well as the appropriate officers, agents and representatives of the Company, or such other persons as the Board or Executive Committee may designate, be, and each acting alone hereby is, severally authorized and directed, for and in the name and on behalf of the Company, to execute, deliver, and perform such other agreements, documents and instruments, to pay or cause to be paid on behalf of the Company any related costs and expenses, to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, orders, applications, certificates, agreements, undertakings, supplements, amendments, further assurances or other instruments or communications, and to take such other actions, as such officer, in his or her discretion, shall deem necessary or advisable to complete and effect the foregoing transactions and to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby; and, it is further

Resolved, that all actions heretofore taken by the Company, the Executive Committee, and the officers of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby in all respects, approved, adopted, ratified, and confirmed.

[signature page follows]

In Witness Whereof, the undersigned have executed this written consent as of the date first written above. In the event that any signature is delivered by facsimile transmission or by email delivery of a ".pdf" or other electronic format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile, ".pdf" or other electronic format signature page were an original thereof.

BOARD:


Charles Erwin


Todd A. Hass

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: **Diverse Energy Systems, LLC, a Texas limited liability company** CASE NO. **15**

CHAPTER **11**

VERIFICATION OF CREDITOR MATRIX

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 9/7/2015

Signature

Todd A. Hass
Chief Financial Officer

Date _____

Signature _____

To the best of my knowledge and belief, there are no known creditors.